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Philip R. Adams, Jr.

ND-2010-9-C

July 20, 2010

VIA OVERNIGHT DELIVERY

Executive Secretary
South Carolina Public Service Commission
101 Executive Center Drive
Columbia, SC 29210

RECEIVED
JUL 21 2010
PUBLIC SERVICE COMMISSION
COLUMBIA, SC

RE: Notification by Tri-M Communications, Inc. d/b/a TMC Communications, Michele Cutlip, Michael E. Pfau, Trustee of the Melissa Marsch-Baker Trust U/D/T, and 5LINX Enterprises, Inc. of Transfer of Control of Tri-M Communications, Inc. d/b/a TMC Communications

Dear Sir or Madam:

On behalf of Tri-M Communications, Inc. d/b/a TMC Communications ("TMC"), Michele Cutlip ("MC"), Michael E. Pfau, Trustee of the Melissa Marsch-Baker Trust U/D/T ("Trust") (the Trust, together with MC, are hereinafter referred to as "Stockholders") and 5LINX Enterprises, Inc. ("5LINX") (together referred to as the "Parties"), this letter is to advise the Commission of the pending transfer of control of ownership of TMC from its Stockholders to 5LINX. The Parties are requesting expedited review of this matter.

The Parties propose a transaction whereby 5LINX will acquire all of Stockholders' shares in TMC. This transaction does not involve transfer of operating authority nor any transfer of customers. The transaction will only involve a change of the ultimate control of TMC, by virtue of the transfer of stock from the Stockholders to 5LINX. TMC will continue to provide competitive telecommunications services to its existing customers in this State using the same technical and managerial personnel following consummation of the proposed transaction.

Tri-M Communications, Inc. d/b/a TMC Communications ("TMC") is a California corporation headquartered at 820 State Street, 5th Floor, Santa Barbara, California 93101. TMC is authorized to provide long distance, local, voice over IP and data telecommunications services in 48 states.^{1/} TMC is a certificated provider of resold long distance services in this State.^{2/} Michelle Cutlip ("MC") is an individual whose mailing address is 14 Stafford Road, Chatham, New Jersey 07928. MC has no certificates of authority. Michael E. Pfau, Trustee of the Melissa Marsch-Baker Trust ("Trust") is an individual whose mailing address is 1421 State Street, Suite B, Santa Barbara, California 93101. Trust has no certificates of authority. 5LINX Enterprises, Inc. is a Delaware corporation with its principal place of business located at 275 Kenneth Drive, Suite 100, Rochester, New York 14623 ("5LINX"). 5LINX has no certificates of authority.^{3/}

The proposed transaction will accomplish the following:

5LINX will acquire 100% of the stock in TMC from Stockholders. The proposed transfer will be seamless to TMC's customers. TMC's name, rates and service offerings, as reflected in its tariffs, will not immediately change as a result of the proposed transaction.^{4/} There will be no interruption of service. The physical assets, property, and personnel of TMC will remain substantially the same after the change in control. The customer service numbers for billing and service problems, liaison with Commission staff and tariffed rates will remain the same.

The proposed transaction will serve the public interest, convenience, and necessity. Consummation of the proposed transaction will result in net benefits to TMC's customers by strengthening the overall financial status of TMC. The transaction will enhance TMC's ability to offer a broader range of innovative products and services to customers.

The Commission's ability and authority to regulate TMC and to ensure that it satisfies all obligations, commitments and regulatory requirements established by the laws of this state and the Commission will remain unchanged. Thus, there are no potential public interest harms raised by the proposed transaction and there will be clear benefits to the public upon the closing of this transaction.

1 TMC provides long distance services in 48 states and local services in 5 states.

2 TMC received its authority to provide long distance telecommunications services in this State pursuant to Docket No. 2001-471-C, dated July 16, 2002.

3 5LINX, through its wholly-owned subsidiary, GLOBALINX, provides VOIP services throughout the country.

4 In the future, the Company contemplates changing its name to GLOBALINX. Prior to making any such change, a separate filing shall be made with this Commission.

The parties are forwarding this letter to the Commission for informational purposes, to be included in the appropriate files. Pursuant to Commission rules, Prefiled Testimony on behalf of Michael E. Pfau, Secretary, is included herein.

Enclosed are the original and five (5) copies of this letter. Please return one (1) of the copies file-stamped in the envelope provided. If you need any further information or have any questions regarding the matters discussed herein, please do not hesitate to contact the undersigned. Thank you for your assistance in this matter.

Respectfully submitted,



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E. Pfau, Trustee of the Melissa Marsch-Baker
Trust, and 5LINX Enterprises, Inc.

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. _____

Verified Testimony of Michael E. Pfau, Secretary

IN RE: Application for Approval of a Stock Purchase Agreement between Tri-M Communications, Inc. d/b/a TMC Communications, Michelle Cutlip, Michael E. Pfau, Trustee of the Melissa Marsch-Baker Trust U/D/T, and 5LINX Enterprises, Inc.

- Q. Would you please state your name, title and business address for the record?
- A. Michael E. Pfau, Secretary, 1421 State Street, Suite B, Santa Barbara, California 93101.
- Q. What authority does the Application seek?
- A. The application requests Commission approval of a Stock Purchase Agreement and transfer of control of ownership of Tri-M Communications, Inc. d/b/a TMC Communications ("TMC"), Michelle Cutlip ("MC"), Michael E. Pfau, Trustee of the Melissa Marsch-Baker Trust U/D/T ("Trust") (the Trust, together with MC, are hereinafter referred to as "Stockholders") to 5LINX Enterprises, Inc. ("5LINX"). Under the Agreement, 5LINX will acquire all of Stockholder's shares in TMC.
- Q. Does 5LINX presently hold authority from the Commission?
- A. No. 5LINX does not presently hold authority from the Commission. 5LINX, through its wholly-owned subsidiary, GLOBALINX, provides VOIP services throughout the country.
- Q. Does TMC presently hold authority from the Commission?
- A. Yes. TMC is a certificated carrier in this state, pursuant to Docket No. 2001-471-C issued July 16, 2002.
- Q. Will TMC continue to provide service as an independent entity after the transaction?
- A. Yes. TMC will provide service pursuant to its own certification. 5LINX contemplates that, in the future, it may change TMC's name to "GLOBALINX" or a derivative of that "GLOBALINX" name. Prior to making any such change, a separate filing shall be made with this Commission.

Q. How will the transaction affect TMC's current customers in South Carolina?

A. The transaction will ensure that current TMC customers in South Carolina maintain uninterrupted service. All current TMC customers in South Carolina will be given the opportunity to switch their service from TMC to a different carrier. Those customers of TMC who choose not to switch their service to a different carrier will continue to receive service from TMC pursuant to their South Carolina authority.

Q. Is 5LINX experienced and financially qualified to consummate this transaction?

A. Yes. 5LINX is well-qualified to consummate the transactions proposed in the Application.

R. Does this complete your testimony at this time?

A. Yes, it does.

STATE OF CALIFORNIA
COUNTY OF SANTA BARBARA

VERIFICATION

I, Michael Pfau, am the Secretary of Tri-M Communications, Inc. d/b/a TMC Communications, and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: Michael Pfau
Name: Michael Pfau
Title: Secretary

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 13th day of July, 2010.

Mary Carralejo
Notary Public

My commission expires: 9/16/2012

